

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GENERAL MILLS, INC,

Plaintiff,

-against-

CHAMPION PETFOODS USA, INC. and
MODESTINO MELE,

Defendants.

Civil Action No. 20-181 (KMK)

**REPLY DECLARATION OF
RICK BUDNEY**

RICK BUDNEY, of full age, hereby declares pursuant to 28 U.S.C. §1746:

1. I am the Vice President of Human Resources at Blue Buffalo Enterprises, Inc. ("Blue Buffalo"), of which General Mills, Inc. ("GMI") is the ultimate parent company. I have personal knowledge of the within matters and submit this Reply Declaration in further support of the application of GMI for a temporary restraining order and preliminary injunction barring defendant Modestino Mele ("Mele") from violating his non-compete agreement with Blue Buffalo and in particular, from continuing his employment with defendant Champion Petfoods USA, Inc. ("Champion")

2. In early November 2019, Mr. Mele called me to tell me that he had accepted a position with Champion. He asked if I would like him to write something up regarding the role and send it to me and I said yes. I told him that I would discuss with the legal team at GMI and get back to him. The email that he sent me on November 5, 2019 is attached as Exhibit A.

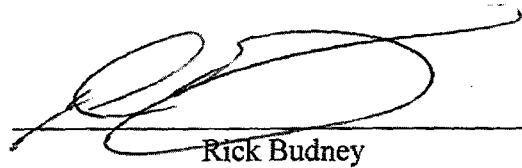
3. After Mr. Mele sent me the email, and after I had taken the opportunity to review what he had written, I called him and told him that the role he planned to take on would place him

in violation of his non-compete. I told him that on behalf of GMI, we requested that he withdraw his candidacy for this role with Champion.

4. Mr. Mele told me that he understood our position and that was the extent of our conversation. He said nothing further about whether he would go forward with the new position at Champion, or how he might try to limit his activities.

5. I hereby declare under penalty of perjury that the foregoing statements made by me are true and correct.

Date: January 21, 2020



Rick Budney

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